

**ELECTRONICALLY FILED
ON JUNE 2, 2006**

Attorney info:

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[Proposed] Counsel for the
Official Committee of Equity Security Holders
of USA Capital First Trust Deed Fund, LLC

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

In re:)	BK-S-06-10725-LBR
USA COMMERCIAL MORTGAGE		Chapter 11
COMPANY		
Debtor.		

In re:)	BK-S-06-10726-LBR
USA CAPITAL REALTY ADVISORS, LLC,		Chapter 11
Debtor.		

In re:)	BK-S-06-10727-LBR
USA CAPITAL DIVERSIFIED TRUST		Chapter 11
DEED FUND, LLC,		
Debtor		

In re:)	BK-S-06-10728-LBR
USA CAPITAL FIRST TRUST DEED FUND,		Chapter 11
LLC,		
Debtor		

In re:)	BK-S-06-10729-LBR
USA SECURITIES, LLC,		Chapter 11
Debtor		

Affects:

- ☒ All Debtors
- ☐ USA Commercial Mortgage Co.
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed
- ☐ USA First Trust Deed Fund, LLC

**DESIGNATION OF LOCAL
COUNSEL AND CONSENT
THERE TO (AFFECTS ALL
DEBTORS)**

1 The undersigned, attorney of record for the Official Committee of Equity Security
 2 Holders of USA Capital First Trust Deed Fund, LLC, the _____
 3 herein, has submitted to the Court a "Verified Petition for Permission to Practice in this Case
 4 Only". Not being admitted to the bar of this Court and not maintaining an office in the
 5 District of Nevada for the practice of law, he/she believes it to be in the best interest of the
 6 client to designate Candace C. Carlyon, Esq. of the law firm of Shea & Carlyon, Ltd., attorney
 7 at law, member of the State Bar of Nevada and previously admitted to practice before the
 8 above-entitled Court, as associate local counsel in this action. The address of said designated
 9 Nevada Counsel is:

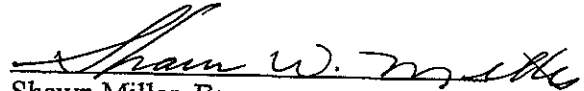
12 Candace C. Carlyon, Esq., Bar No. 002666
 13 233 South Fourth Street, Second Floor
 14 Las Vegas, NV 89101
 (702) 471-7432

15 By this designation the undersigned attorneys and parties agree that all documents and
 16 other papers issued out of this Court in the above-entitled case may be served on the
 17 designated local counsel. Further, said local counsel shall be responsible for providing copies
 18 of the same to the co-counsel. Further, this designation constitutes agreement and
 19 authorization by the undersigned for the designated local counsel to sign stipulations binding
 20 on all of us. The time for performing any act under applicable Rule shall run from the date of
 21 service upon local counsel.

23 
 24 _____
 25 Attorney at Law
 26 Counsel for the Official Committee of Equity Security
 27 Holders of USA Capital First Trust Deed Fund, LLC

CONSENT OF DESIGNATED NEVADA COUNSEL


The undersigned hereby consents to serve as associate Nevada counsel in this case and agrees that she is responsible for being counsel upon whom all documents and other papers issued out of this Court shall be served, and that she is responsible to transmit copies of all documents and other papers so served to the admitted out-of-state counsel of record and to keep such counsel informed as to the status of the case.


Shawn Miller, Esq.
Designated Nevada Counsel

Jun 02 06 11:55a
JUN-02-2006 10:48Jack Warner
Stutman Treister & Glatt435-652-8379
1 310 228 5788p.5
P.02APPOINTMENT OF DESIGNATED NEVADA COUNSEL

The undersigned parties appoint Shea & Carlyon, Ltd. as their Designated Nevada Counsel in this Case.

DATED this 2 day of JUNE, 2006.


John H. Warner, Jr.
Vice-Chair, Official Committee of Equity
Security Holders of USA Capital First Trust
Deed Fund, LLC

APPROVED:

DATED: _____

PATRICIA GRAY, CLERK

BY: _____